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September 7, 2001

SEP 13 2001



VIA CERTIFIED MAIL

Ms. Deena Sheppard-Johnson
Remedial Enforcement Support Section
U.S. Environmental Protection Agency
Region 5
77 West Jackson Blvd.
Chicago, IL 60604

Re: Response of Vanguard Paints and Finishes, Inc. to USEPA Request
for Information related to the Chemical Recovery System Site

Dear Ms. Sheppard-Johnson:

Enclosed please find the Response of Vanguard Paints and Finishes, Inc. to USEPA's Request for Information dated March 2, 2001 and received by Vanguard on August 10, 2001. Please do not hesitate to contact me at the number above should you have any questions.

Sincerely,

Joseph C. Blasko

JCB/vla
Enclosure

cc: Jeffrey L. Hollister
R.P. Fahey, Esq. (w/o encl.)

September 7, 2001

VIA CERTIFIED MAIL

Ms. Deena Sheppard-Johnson
Remedial Enforcement Support Section
U.S. Environmental Protection Agency
Region 5
77 West Jackson Blvd.
Chicago, IL 60604

Re: Response of Vanguard Paints and Finishes, Inc. to USEPA Request for
Information related to the Chemical Recovery Systems Site

Dear Ms. Sheppard-Johnson:

The following provides the response of Vanguard Paints and Finishes, Inc. ("Vanguard") to United States Environmental Protection Agency's ("USEPA") Request for Information dated March 2, 2001. This information request was received by Vanguard on August 10, 2001. The following response is based on an examination of company records and discussions with relevant company personnel. Because of the significant length of time between the 104(e) Request and the period of time when the site was in operation, Vanguard has no documentation reflecting operations and waste disposal that is responsive to the requests.

Submission of the information in the following responses does not constitute an admission by Vanguard that any of the wastes or materials identified or described herein contain or contained hazardous substances or that any wastes or materials were ever taken from Vanguard's facilities to the Chemical Recovery Systems Site. Further, to the extent that documents provided herewith purport to include conclusions about whether particular wastes contained or contains hazardous substances, Vanguard does not admit that such wastes do or did, in fact, contain CERCLA hazardous substances.

RESPONSES

1. Identify all persons consulted in the preparation of the answers to these questions.

RESPONSE:

*Jeffrey L. Hollister
President
Vanguard Paints and Finishes, Inc.
1409 Greene Street
P.O. Box 654
Marietta, Ohio 45750-0654*

2. Identify all documents consulted, examined or referred to in the preparation of the answers to these questions.

RESPONSE:

Vanguard reviewed corporate records, manifests and material safety data sheets relating to the transport of its hazardous wastes by various transporters from its facilities and was unable to locate any document which referenced the Chemical Recovery Systems site.

3. Identify those persons who are able to provide a more detailed or complete response to any question or who may be able to provide additional responsive documents.

RESPONSE:

Vanguard is not aware of any other parties who would be able to provide a more complete response to this request.

4. List the EPA Identification Numbers of the Respondent.

RESPONSE:

The following is the EPA Identification Number for Vanguard's facility: OHD004389870

5. Identify the acts or omissions of any person, other than your employees, contractors or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting therefrom at the Chemical Recovery Systems Site.

RESPONSE:

Vanguard is not aware of any other person that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting therefrom at the Chemical Recovery Systems Site.

6. Identify all persons including respondent's employees, who have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the site (operating as Obitts Chemical Company or Chemical Recovery Systems, Inc., at 142 Locust Street, Elyria, Ohio).

RESPONSE:

Vanguard is not aware of any other person, including any of respondent's employees, that may have knowledge or information about the generation, use, treatment, storage, disposal,

or other handling of material at or transportation of materials to the site operating as Obitts Chemical Co. or Chemical Recovery Systems.

7. Describe all arrangements that Respondent may have or may have had with each of the following companies and persons:

- a) Obitts Chemical Company
- b) Russell Obitts
- c) Chemical Recovery Systems, Inc.
- d) Peter Shagena
- e) James Freeman
- f) James "Jim" Jackson
- g) Donald Matthews
- h) Bob Spears
- i) Bill Bromley
- j) Carol Oliver
- k) Nolwood Chemical Company, Inc.
- l) Art McWood
- m) Chuck Nolton
- n) Michigan Recovery System, Inc.
- o) Chemical Recovery Systems of Michigan

RESPONSE:

Vanguard is not aware of any arrangement or other involvement with any of the companies or persons listed above.

8. Set forth the dates during which the Respondent engaged in any of the following activities:

- a) generation of hazardous materials which were sent to the Chemical Recovery Systems Site;
- b) transportation of any material to the Chemical Recovery Systems Site.

RESPONSE:

Vanguard has not engaged in nor does Vanguard have documentation indicating that the company engaged in the generation or transportation of any hazardous or non-hazardous materials to the Chemical Recovery Systems Site.

9. Identify all persons, including yourself, who may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to, hazardous substances, at the Chemical Recovery Systems Site. In addition, identify the following:

- a) The persons with whom you or such other persons made such arrangements;
- b) Every date on which such arrangements took place;
- c) For each transaction, the nature of the material or hazardous substance, including the chemical content, characteristics, physical state (e.g., solid, liquid), and the process for which the substance was used or the process which generated the substance;
- d) The owner of the materials or hazardous substances so accepted or transported;
- e) The quantity of the materials or hazardous substances involved (weight or volume) in each transaction and the total quantity for all transactions;
- f) All tests, analyses, and analytical results concerning the materials;
- g) The person(s) who selected the Chemical Recovery Systems Site as the place to which the materials or hazardous substances were to be transported;
- h) The amount paid in connection with each transaction, the method of payment, and the identity of the person from whom payment was received;
- i) Where the person identified in g., above, intended to have such hazardous substances or materials transported and all evidence of this intent;

- j) Whether the materials or hazardous substances involved in each transaction were transshipped through, or were stored or held at, any intermediate site prior to final treatment or disposal;
- k) What was actually done to the materials or hazardous substances once they were brought to the Chemical Recovery Systems Site;
- l) The final disposition of each of the materials or hazardous substances involved in such transactions;
- m) The measures taken by you to determine the actual methods, means and site of treatment or disposal of the material and hazardous substance involved in each transaction;
- n) The type and number of containers in which the materials or hazardous substances were contained when they were accepted for transport, and subsequently until they were deposited at the Chemical Recovery Systems Site, and all markings on such containers;
- o) The price paid for (i) transport, (ii) disposal, or (iii) both of each material and hazardous substance;
- p) All documents containing information responsive to a – o above, or in lieu of identification of all relevant documents, provide copies of such documents;
- q) All persons with knowledge, information, documents responsive to a – p above.

RESPONSE:

Vanguard is not aware of any person who may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to, hazardous substances, at the Chemical Recovery Systems Site.

10. Identify all liability insurance policies held by Respondent from 1960 to the present. In identifying such policies, state the name and address of each insurer and of the insured, the amount of coverage under each policy, the commencement and expiration dates for each policy, whether or not the policy contains a "pollution exclusion" clause, and whether the policy covers or excludes sudden, nonsudden, or both types of accidents. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

RESPONSE:

Vanguard will incur considerable expense in attempting to obtain all of the insurance documentation requested by for all of its facilities. Vanguard will produce its liability insurance documents if and when the USEPA makes a determination that Vanguard is a PRP at the Site.

11. Provide copies of all income tax returns, including all supporting schedules, sent to the Federal Internal Revenue Service for the last five years.

RESPONSE:

Vanguard is a privately owned and operated company. Vanguard considers its tax returns as confidential business information and will produce these documents if and when the USEPA makes a determination that Vanguard is a PRP at the Chemical Recovery Systems Site.

12. If Respondent is a Corporation, respond to the following requests:

- a) Provide a copy of the Articles of Incorporation and By-Laws of the Respondent.
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.
- c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities.
- d) Identify the Parent Corporation and all Subsidiaries of the Respondent.

RESPONSE:

- a) *Copies of Vanguard's Articles of Incorporation and By-Laws are attached hereto at Exhibit A.*
- b) *As a privately held company, Vanguard considers its financial statements and information relating to its current assets and liabilities as confidential business information and will produce these documents if and when the USEPA makes a determination that Vanguard is a PRP at the Chemical Recovery Systems Site.*
- c) *See Vanguard's response to 12(b) above.*
- d) *Vanguard's parent corporation is Hollister Investment Company. Vanguard does not have any subsidiaries.*

13. If Respondent is a Partnership, respond to the following requests:

- a) Provide copies of the Partnership Agreement;
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission;
- c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities.
- d) Identify all subsidiaries of the Respondent.

RESPONSE:

Not Applicable.

14. If Respondent is a Trust, respond to the following requests:

- a) Provide all relevant agreements and documents to support this claim.
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.
- c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities


RESPONSE:

Not Applicable.

DECLARATION

I declare under penalty of perjury that I am authorized to respond on behalf of Vanguard Paints and Finishes, Inc. and that to the best of my knowledge the foregoing is complete, true, and correct, based upon the information reviewed by me.

Executed on September 6, 2001



Jeffrey L. Hollister
President
Vanguard Paints and Finishes, Inc.

PROCEEDINGS OF THE INCORPORATORS

On the fifth day of June 1939

the persons named below as subscribers to the articles of incorporation, desiring for themselves, their associates, successors and assigns, to become a body corporate, in accordance with the general corporation laws of the State of Ohio, under the name and style of

VANGUARD PAINTS AND FINISHES, INC.

(Name of Corporation)

and with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did subscribe and acknowledge, as required by law, articles of incorporation, which articles, together with

the certificate of acknowledgment, were, on the fifth day of June

1939, duly filed in the office of the Secretary of State, at Columbus, Ohio, and by him recorded, and a certified copy thereof, of which the following is a true and correct copy, by him furnished to said subscribers:

Filed June 5, 1939

Corporation No. 176715

ARTICLES OF INCORPORATION

OF

VANGUARD PAINTS AND FINISHES, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST. The name of said corporation shall be VANGUARD PAINTS AND FINISHES, INC.

SECOND. The place in the State of Ohio where its principal office is to be located is

Marietta in Washington County.
(City, Village or Township)

THIRD. The purpose or purposes for which it is formed are:

To manufacture, buy, sell and deal in paints, varnishes, lacquers, stains, fillers and all kindred articles and supplies belonging to and a part of the general business of manufacturing and selling paint and finishing products; and to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market or prepare for market, sell and otherwise dispose of any article, commodity or thing which this corporation may use in connection with its business.

PROCEEDINGS OF THE INCORPORATORS

Articles of Incorporation
of
VANGUARD PAINTS AND FINISHES, INC.

(page 2)

FOURTH: The maximum number of shares which this corporation is authorized to have outstanding is three thousand (3,000) shares, as follows:

(a) Two thousand (2,000) shares of common stock of par value of Fifty Dollars (\$50.00) per share.

(b) One thousand (1,000) shares of preferred stock of Fifty Dollars (\$50.00) per share par value. The preferred stock shall contain the following provisions and conditions:-

1. The holders of preferred stock shall be entitled to a dividend of 6% per annum, payable semi-annually, out of the surplus profits of this Company for each year in preference to all other stockholders, and such dividends shall be cumulative.

2. The holders of preferred stock shall not be entitled to any dividends in excess of 6% per annum and the arrears thereof.

3. The holders of preferred stock shall not be entitled to vote thereon at a meeting of the stockholders of said corporation so long as dividends at the rate specified are paid; but in case of default in payment of such dividends for two successive periods, or for one year, then and thereafter the holders of preferred stock may vote thereon at any and all stockholders' meetings so long as any dividends remain unpaid.

4. All or any of the preferred stock may be redeemed at the option of the corporation at Fifty-Two Dollars (\$52.00) per share at any dividend payment date two (2) years from date of issue, or thereafter.

FIFTH. The amount of capital stock with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

PROCEEDINGS OF THE INCORPORATORS

IN WITNESS WHEREOF, we have hereunto subscribed our names, this fifth day of June, 1939.

U. Grant Sain
James E. Hale
Harriet Ohlinger

THE STATE OF OHIO, COUNTY OF FRANKLIN, SS.

Personally appeared before me, the undersigned, a Notary Public, in and for said county, this fifth day of June, 1939, the above named U. Grant Sain, James E. Hale, and Harriet Ohlinger, who each severally acknowledged the signing of the foregoing articles of incorporation to be his free act and deed, for the uses and purposes therein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

Alberta Dubes
Notary Public.
Franklin Co., O.

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, Earl Griffith, Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the Articles of Incorporation of VANGUARD PAINTS AND FINISHES, INC.
(Name of Corporation)

filed in this office on the fifth day of June, 1939, and recorded in Volume 465 Page 389, of the Record of Incorporations.

Witness my hand and official seal at Columbus, this 5th day of June, 1939.

(SEAL)

Earl Griffith
Secretary of State



The State of Ohio

Bob Taft
Secretary of State

176715

❖ Certificate ❖

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD CHD

of:

VANGUARD PAINTS AND FINISHES, INC.

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 4299 at Frame 1301 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 6TH day of FEB,
A.D. 19 97.

Bob Taft
Bob Taft
Secretary of State

NO 299-1301

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS
TO THE ARTICLES OF INCORPORATION OF
VANGUARD PAINTS AND FINISHES, INC.

176715
2-6-92
35.00
92020624901

JEFFREY L. HOLLISTER, who is the President and Chairman of the Board of Directors, and JOHN M. SCOHY, who is Vice President and Secretary, of the above-named Ohio corporation for profit with its principal location at 1409 Greene Street, Marietta, Washington County, Ohio 45750, do hereby certify that the Resolutions attached hereto and marked as Resolution No. 1 and Resolution No. 2 to amend the Articles of Incorporation of Vanguard Paints and Finishes, Inc., were duly adopted by the shareholders at their annual meeting held on January 18, 1992, by the affirmative vote of the holders of shares entitled to exercise two-thirds of the voting power of the corporation on such proposals, pursuant to the provisions of Ohio Revised Code Section 1701.71(A).

IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of the corporation, have hereunto subscribed their names on this 25TH day of January, 1992.

Signed in the Presence of:

Ronald K. Colander
Carl H. [Signature]
Ronald K. Colander
Carl H. [Signature]

Jeffrey L. Hollister
Jeffrey L. Hollister,
President and Chairman of
the Board of Directors
John M. Scohy
John M. Scohy, Vice President
and Secretary

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RESOLUTION NO. 1

RESOLVED, that the Third Article of the Articles of Incorporation of VANGUARD PAINTS AND FINISHES, INC., be deleted, and in lieu thereof, the following shall be inserted:

"THIRD. The purpose or purposes for which it is formed are to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code, including, but not limited to the following:

To manufacture, buy, sell and deal in paints, varnishes, lacquers, stains, fillers and all kindred articles and supplies belonging to and a part of the general business of manufacturing and selling paint and finishing products; and to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market or prepare for market, sell and otherwise dispose of any article, commodity or thing which this corporation may use in connection with its business.

To acquire, own, use, rent or lease, convey and otherwise dispose of and deal in real property or any other interest or part, buildings or other structures, whether or not related directly or indirectly to the above business.

To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, rent, sell and otherwise deal in personal property, tangible or intangible and other interest therein; in particular, without limiting the generality of the foregoing, to acquire and discount commercial paper, with or without recourse, to acquire, hold, sell and otherwise deal in part of all of the shares of stock, notes, bonds, debentures or any other kinds of securities of any other corporation.

To acquire all or any part of the goodwill, rights, property and business of any corporation, association, partnership, firm trustee, syndicate, combination, organization, other entity or individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the corporation or otherwise and to pay for the same in cash or in shares or obligations of the corporation or otherwise, and

to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity domestic or foreign, and to conduct in the State of Ohio and/or in any other state, territory, locality or country the whole or any part of the business, thus acquired, provided such business is not prohibited by the laws of the State of Ohio.

To purchase, exchange and otherwise, acquire, and to hold, own, sell, assign, transfer, reissue, cancel and otherwise deal in and dispose of its own shares and securities, of any class, to such extent and in such manner and upon such terms as it may determine; provided that shares of its capital stock which belong to the corporation shall not be voted upon directly or indirectly; and provided further that the corporation shall not use its funds or property for the purchase of its own shares when such purchase shall be prohibited by law.

To enter into, make, perform and carry out contracts and agreements of every kind and description which may be necessary, appropriate, convenient or advisable in carrying out the purposes of the corporation, with any person, association, firm, corporation, country, state, municipality or other governmental division or subdivision.

To borrow money and to issue, sell or pledge bonds, debenture, promissory notes, bills of exchange and all other evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, and to secure the same by mortgage, pledge, deed of trust or otherwise, upon the whole or any part of the property of the corporation, whether real or personal, or without any such security.

To do everything necessary, suitable, convenient or proper for, in connection with, or incident to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the accomplishment of any of such purposes, not inconsistent with the laws of the State of Ohio.

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OFF. OF STATE

To do any of the foregoing along or in concert with any person, firm, association, syndicate or corporation, whether foreign, or domestic, either as a partner, joint adventurer or otherwise.

None of the purposes set forth above in this ARTICLE THIRD shall be in any way limited or restricted by reference to or inference from, any other of the purposes herein set forth and each of said purposes shall be regarded as a separate and independent purpose. The purposes set forth herein shall be construed as powers as well as purposes; but the enumeration herein of certain powers is not intended to be exclusive of, or a waiver of, but shall be in addition to the powers, rights or privileges granted or conferred by the laws of the State of Ohio applicable to the corporation that may now or hereafter be in force, and without limiting the generality of the foregoing, the corporation shall have and may exercise the general powers which are now or may hereafter be enumerated in the "General Corporation Law" of the State of Ohio, or may act amendatory thereof, supplemental thereto or substituted therefor, to the same extent as if such powers were set forth in full herein, in furtherance of said purposes.

The corporation reserves the rights, at any time and from time to time, substantially to change its purposes. Any change of the purposes, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute or these Articles, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected thereto in writing or otherwise, shall be entitled to any appraisal or payment rights, under the provisions of Ohio Revised Code Section 1701.74 and Section 1701.85, or otherwise."

RESOLUTION NO. 2

RESOLVED, that a Sixth Article of the Articles of Incorporation of VANGUARD PAINTS AND FINISHES, INC. be added in the following form:

"SIXTH:

1. The Corporation shall indemnify any director, officer, or a former director, officer, or employee of the Corporation, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities incurred in connection with the defense of any pending or threatened action, suit, or proceeding, whether criminal, civil, administrative or investigative, to which such director, officer or employee is or could reasonably expect to be made a party by reason of being or having been such director, officer, or employee, provided:

- (a) That such person was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the Corporation;
- (b) That he acted in good faith in what he reasonably believed to be the best interests of the Corporation; and
- (c) That, in any matter the subject of a criminal action, suit, or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

The determination as to (a), (b) and (c) above shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not or were not parties to or threatened with such action, suit, or proceeding, or any other action, suit, or proceeding arising from the same or similar operative facts; and (2) if such a quorum is not obtainable, or even if obtainable if a majority of such quorum is disinterested directors so directs, by independent legal counsel (compensated by the Corporation) to whom the matter may be referred by a majority of disinterested directors; or (3) if there be no disinterested directors, or if a majority of the disinterested directors, whether or not a quorum, so directs, by vote in person or by proxy of the holders of a majority of the Corporation's shares entitled to vote in the election of directors, regardless of whether such shareholders are disinterested.

The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct referred to above.

To the extent that any such person has been successful on the merits, on procedural grounds, or otherwise with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith without the determinations specified above.

To the extent that any such person has been unsuccessful on the merits, on procedural grounds, or otherwise with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith if the determinations specified in paragraphs 1(a) through (c) are satisfied.

The Board of Directors, whether a disinterested quorum exists or not, may advance expenses to any such person for the defense of any such action, suit, or proceedings, or threat thereof, prior to any final disposition thereof, upon receipt of a satisfactory undertaking by such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Corporation as herein authorized.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way limit, any other rights to which any person indemnified may be or may become entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of stockholders, or otherwise, with respect to action in his official capacity and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Ohio Revised Code.

HC299-1307

3. If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected."

VPRES.C27

9

MINUTES OF FIRST SHAREHOLDERS' MEETING

A code of regulations for the government of the corporation was presented by James E. Hale.

A vote was then taken upon the adoption of said regulations.

260 shares were cast in favor of their adoption, no shares dissenting.

It appearing that a majority of the shares were in favor of the adoption of said regulations, the chairman declared them adopted and ordered them entered upon this record of proceedings. Said regulations are in words and figures as follows:

CODE OF REGULATIONS OF

VANQUARD PAINTS AND FINISHES, INC.

(Name of Corporation)

adopted by its shareholders entitled to vote for the government of the corporation:

Article I.

MEETINGS OF SHAREHOLDERS

(a) *Annual Meetings.* The annual meeting of the shareholders of this corporation shall be held at the principal office of the corporation, in Marietta, Ohio, on the third Tuesday in July of each year, at 2:00 o'clock P.M., if not a legal holiday, but if a legal holiday, then on the day following at the same hour. The first annual meeting of the corporation shall be held in 1940.

(b) *Special meetings* of the shareholders of this corporation shall be called by the Secretary, pursuant to a resolution of the Board of Directors, or upon the written request of two directors, ~~or by shareholders representing 25% of the shares issued and entitled to vote.~~ Calls for special meetings shall specify the time, place and object or objects thereof, and no business other than that specified in the call therefor shall be considered at any such meetings.

(c) *Notice of Meetings.* A written or printed notice of the annual or any special meeting of the shareholders, stating the time and place, and in case of special meetings, the objects thereof, shall be given to each shareholder entitled to vote at such meeting appearing on the books of the corporation, by mailing same to his address as the same appears on the records of the corporation or of its Transfer Agent, or Agents, at least Ten (10) days before any such meeting; provided, however, that no failure or irregularity of notice of any annual meeting shall invalidate the same or any proceeding thereat.

All notices with respect to any shares to which persons are jointly entitled may be given to that one of such persons who is named first upon the books of the Corporation and notice so given shall be sufficient notice to all the holders of such shares.

(d) *Quorum.* A majority in number of the shares authorized, issued and outstanding, represented by the holders of record thereof, in person or by proxy, shall be requisite to constitute a quorum at any meeting of shareholders, but less than such majority may adjourn the meeting of shareholders from time to time and at any such adjourned meeting any business may be transacted which might have been transacted if the meeting had been as originally called.

(e) *Proxies.* Any shareholder entitled to vote at a meeting of shareholders may be represented and vote thereat by proxy appointed by an instrument in writing, subscribed by each shareholder, or by his duly authorized attorney, and submitted to the Secretary at or before such meeting.

Annual Meeting date of Stockholders changed as per Resolution adopted July 15, 1941 - see Page 30-a

MINUTES OF FIRST SHAREHOLDERS' MEETING

Article II.

SEAL

The seal of the corporation shall be circular, about two inches in diameter, with the name⁽¹⁾ of the corporation engraved around the margin and the word "SEAL" engraved across the center.⁽²⁾ It shall remain in the custody of the Secretary, and it or a facsimile thereof shall be affixed to all certificates of the corporation's shares. If deemed advisable by the Board of Directors, a duplicate seal may be kept and used by any other officer of the corporation, or by any Transfer Agent of its shares.

(1) and address

(2) the date of incorporation to be engraved under the word "Seal".

Article III.

SHARES

SECTION 1.—*Certificates.* Certificates evidencing the ownership of shares of the corporation shall be issued to those entitled to them by transfer or otherwise. Each certificate for shares shall bear a distinguishing number, the signature of the President or Vice-President, and of the Secretary or an Assistant Secretary, the seal of the corporation, and such recitals as may be required by law. The certificates for shares shall be of such tenor and design as the Board of Directors from time to time may adopt.

SECTION 2.—*Transfers.* (a) The shares may be transferred on the proper books of the corporation by the registered holders thereof, or by their attorneys legally constituted, or their legal representatives, by surrender of the certificate therefor for cancellation and a written assignment of the shares evidenced thereby. The Board of Directors may, from time to time, appoint such Transfer Agents or Registrars of shares as it may deem advisable, and may define their powers and duties.

(b) All endorsements, assignments, transfers, share powers or other instruments of transfer of securities standing in the name of the corporation shall be executed for and in the name of the corporation by any two of the following officers, to-wit: the President or a Vice-President, and the Treasurer or Secretary, or an Assistant Treasurer or an Assistant Secretary; or by any person or persons thereunto authorized by the Board of Directors.

SECTION 3.—*Lost Certificates.* The Board of Directors may order a new certificate or certificates of shares to be issued in place of any certificate or certificates alleged to have been lost or destroyed, but in every such case the owner of the lost certificate or certificates shall first cause to be given to the corporation a bond, with surety or sureties satisfactory to the corporation in such sum as said Board of Directors may in its discretion deem sufficient as indemnity against any loss or liability that the corporation may incur by reason of the issuance of such new certificates; but the Board of Directors may, in its discretion, refuse to issue such new certificate save upon the order of some court having jurisdiction in such matters pursuant to the statute made and provided.

SECTION 4.—*Closing of Transfer Books.* The share transfer books of the corporation may be closed by order of the Board of Directors for a period not exceeding ten (10) days prior to any meeting of the shareholders, and for a period not exceeding ten (10) days prior to the payment of any dividend. The times during which the books may be closed shall, from time to time, be fixed by the Board of Directors.

MINUTES OF FIRST SHAREHOLDERS' MEETING

Article IV. DIRECTORS

The number of members of the Board of Directors shall be determined pursuant to law, by resolution of the shareholders entitled to vote, but shall not be less than three (3) members. The election of directors shall be held at the annual meeting of the shareholders, or at a special meeting called for that purpose.

Directors shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors shall have been duly elected and qualified.

Article V. VACANCIES IN THE BOARD

A resignation from the Board of Directors shall be deemed to take effect upon its receipt by the Secretary, unless some other time is specified therein. In case of any vacancy in the Board of Directors, through death, resignation, disqualification, or other cause deemed sufficient by the Board, the remaining directors, though less than a majority of the whole board, by affirmative vote of a majority of those present at any duly convened meeting may, except as hereinafter provided, elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election and qualification of a successor.

Article VI. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held monthly ~~on such dates as the Board may designate~~ on the third Tuesday of each month at 1:00 o'clock P. M.; provided, however, when any such day is a legal holiday the meetings shall be held on next succeeding business day.

Article VII. SPECIAL MEETINGS

Special meetings of the Board of Directors shall be called by the Secretary and held at the request of the President or any two of the directors.

Article VIII. NOTICE OF MEETINGS

The Secretary shall give notice of each meeting of the Board of Directors, whether regular or special, to each member of the Board, by mailing or telegraphing at least two days previous to the time fixed for the meeting. All notices of special meeting shall state date, time and purposes thereof.

See Page 30-a for change
in Board Meetings per
Resolution adopted at Annual
Stockholders' Meeting

MINUTES OF FIRST SHAREHOLDERS' MEETING

Article IX.

QUORUM

A majority of the Directors in office at the time shall constitute a quorum at all meetings thereof, provided, however, that a majority of those present may adjourn the meeting to a future date.

Article X.

PLACE OF MEETINGS

The Board of Directors may hold its meetings at such place or places within or without the State of Ohio as the Board may, from time to time, determine.

Article XI.

COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but, on resolution of the Board, a fixed sum for expenses of attendance, if any, may be allowed for attendance at each meeting, regular or special, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. Members of either executive or special committees may be allowed such compensation as the Board of Directors may determine for attending committee meetings.

Article XII.

ELECTION OF OFFICERS

At the first meeting of the Board of Directors in each year (at which a quorum shall be present) held next after the annual meeting of the shareholders, and at any special meeting provided in Article VII, the Board of Directors shall elect officers of the corporation (including the President), and designate and appoint such subordinate officers and employes as it shall determine. They may also appoint an executive committee or committees from their number and define their powers and duties.

Article XIII.

OFFICERS

The officers of this corporation shall be a President, who shall be a director, and also a Vice-President, a Secretary, ~~a Treasurer~~ and a Treasurer who may or may not be directors. Said officers shall be chosen by the Board of Directors, and shall hold office for one year, and until their successors are elected and qualified. Additional Vice-Presidents may be elected from time to time as determined by the Directors who may also appoint one or more Assistant Secretaries, and one or more Assistant Treasurers, and such other officers and agents of the corporation as it may from time to time determine.

Any officer or employee elected or appointed by the Board of Directors, other than that of director, may be removed at any time upon vote of the majority of the whole Board of Directors.

MINUTES OF FIRST SHAREHOLDERS' MEETING

The same person may hold more than one office; other than that of President and Vice-President, or Secretary and Assistant Secretary, or Treasurer and Assistant Treasurer.

In case of the absence of any officer of the corporation, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, provided a majority of the whole Board of Directors concur therein.

Article XIV.

DUTIES OF OFFICERS

(a) *President.* The President shall preside at all meetings of shareholders and directors. He shall exercise, subject to the control of the Board of Directors and the shareholders of the corporation, a general supervision over the affairs of the corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Board of Directors.

(b) *Vice-President.* The Vice-President shall perform all duties of the President in his absence or during his inability to act, and shall have such other and further powers, and shall perform such other and further duties as may be assigned to him by the Board of Directors.

(c) *Secretary.* The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the shareholders and make a proper record of the same, which shall be attested by him. He shall keep such books as may be required by the Board of Directors, and shall take charge of the seal of the corporation, and generally perform such duties as may be required by the Board of Directors.

(d) *Treasurer.* The Treasurer shall have the custody of the funds and securities of the corporation which may come into his hands, and shall do with the same as may be ordered by the Board of Directors. When necessary or proper he may endorse on behalf of the corporation for collection, checks, notes and other obligations. He shall deposit the funds of the corporation to its credit in such banks and depositories as the Board of Directors may, from time to time, designate. ~~The fiscal year of the corporation shall be co-extensive with the calendar year.~~ He shall submit to the annual meeting of the shareholders, a statement of the financial condition of the corporation, and whenever required by the Board of Directors, shall make and render a statement of his accounts, and such other statements as may be required. He shall keep in books of the corporation, full and accurate accounts of all moneys received and paid by him for account of the corporation. He shall perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

Article XV.

ORDER OF BUSINESS

1. Call meeting to order.
2. Selection of chairman and secretary.
3. Proof of notice of meeting.
4. Roll call, including filing of proxies with secretary.
5. Appointment of tellers.
6. Reading and disposal of previously unapproved minutes.
7. Reports of officers and committees.
8. If annual meeting, or meeting called for that purpose, election of directors.
9. Unfinished business.
10. New business.
11. Adjournment.

Article XVI.

These regulations may be adopted, amended or repealed by the affirmative vote of a majority of the shares empowered to vote thereon at any meeting called and held for that purpose, notice of which meeting has been given pursuant to law, or without a meeting by the written assent of the owners of two-thirds of the shares of the corporation entitled to vote thereon.

Thereupon, the following written assent to the adoption of the code of regulations aforesaid was entered in these minutes and subscribed by - - -Three(3)- - - - - of the shareholders of this corporation.

Marietta, Ohio, 8/8/ 1939

We, the undersigned, being the owners of the number of shares of common stock of

VANGUARD PAINTS AND FINISHES, INC.

...set opposite our respec-

(Name of Corporation)

tive names, do hereby assent, in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation.

[illegible]

Vorys, Sater, Seymour and Pease LLP

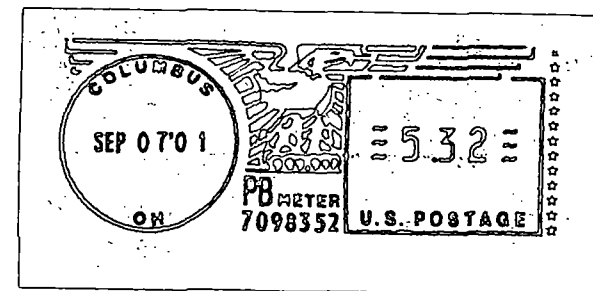
52 East Gay Street
Post Office Box 1008
Columbus, Ohio 43216-1008

CERTIFIED MAIL



7106 4575 1292 0618 1739

RETURN RECEIPT REQUESTED



Ms. Deena Sheppard-Johnson
Remedial Enforcement Support Section
U.S. Environmental Protection Agency
Region 5
77 West Jackson Blvd.
Chicago, IL 60604

SR-6